

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
ATTORNEYS AT LAW

815 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20006-4004
(202) 463-2400
FAX (202) 828-5393

ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CA 90067-3063
(213) 277-7200
FAX (213) 201-5219

767 THIRD AVENUE
NEW YORK, NY 10017-2013
(212) 715-9000
FAX (212) 752-3116

101 CALIFORNIA STREET - SUITE 2900
SAN FRANCISCO, CA 94111-5858
(415) 397-2823
FAX (415) 397-8549

770 L STREET - SUITE 1150
SACRAMENTO, CA 95814-3325
(916) 446-3970
FAX (916) 446-4214

55 EAST MONROE STREET - SUITE 4200
CHICAGO, ILLINOIS 60603-5803
(312) 346-8000
FAX (312) 269-8869

WRITER'S DIRECT DIAL

(312) _____

INTERNATIONAL

AVENUE LOUISE 500, BOÎTE 8
1050 BRUSSELS, BELGIUM
TELEPHONE (32) (2) 647.60.25
FAX (32) (2) 640.70.71

AFFILIATE FIRMS

MATHEWS, DINSDALE & CLARK
TORONTO, CANADA

MATRAY, MATRAY & HALLET
BRUSSELS AND LIEGE, BELGIUM
COLOGNE, GERMANY

1-303A016

17491-B
RECORDATION NO. FILED 1425

OCT 30 1991 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

October 29, 1991

BY FEDERAL EXPRESS

Secretary
Interstate Commerce Commission
Room 2303
Twelfth and Constitution
Washington, D.C. 20423

Attention: Mrs. Mildred R. Lee/
DOCUMENTS FOR RECORDATION

Re: Recordation No. 17491

Dear Secretary:

I am an attorney representing a party to the enclosed document.

I have enclosed multiple original counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

This document is a supplement to lease agreement, a secondary document, dated October 28, 1991.

The primary document to which this is connected is recorded under Recordation No. 17491.

The names and addresses of the parties to the document are as follows:

Lessor: The CIT Group/Equipment Financing, Inc.
270 Park Avenue
New York, New York 10017

Lessee: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

1100 SEP 17 1991
16. NOV 66 11 06 130

Interstate Commerce Commission

October 29, 1991

A description of the equipment covered by the document follows:

240 open top coal gondola railroad cars having the following running marks and numbers:

MCHX 30575-30814, inclusive

A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to:

Richard Demarest Yant
SEYFARTH, SHAW, FAIRWEATHER
& GERALDSON
Suite 4200
55 East Monroe Street
Chicago, Illinois 60603

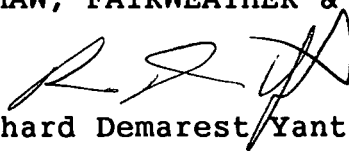
A short summary of the document to appear in the index follows:

Equipment Supplement and Acceptance Certificate Number 2, dated October 28, 1991, to Railcar Lease Agreement between Bethlehem Steel Corporation, Bethlehem, Pennsylvania and The CIT Group/Equipment Financing, Inc., New York, New York, dated July 31, 1991 and covering 240 open top coal gondola railroad cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY:lm

Encl.

cc: Paul A. Lechner (w/encl.)
Timothy White (w/encl.)
Stephen J. Selden (w/encl.)
Joseph Radovsky (w/encl.)

Interstate Commerce Commission
Washington, D.C. 20423

10/30/91

OFFICE OF THE SECRETARY

Richard Demarest Yant

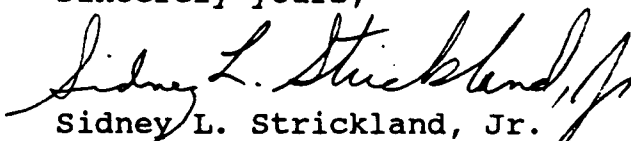
Seyfarth, Shaw Fairweather & Geraldson
55 East Monroe St. Suite 4200
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/30/91 at 11:40am, and assigned recordation number(s).

17491-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

EQUIPMENT SUPPLEMENT AND ACCEPTANCE CERTIFICATE
NUMBER 2

Commencement Date: October 28, 1991

THIS EQUIPMENT SUPPLEMENT AND ACCEPTANCE CERTIFICATE is executed and delivered by THE CIT GROUP/EQUIPMENT FINANCING, INC. ("Lessor") and BETHLEHEM STEEL CORPORATION ("Lessee") pursuant to and in accordance with the Railcar Lease Agreement dated as of July 31, 1991 between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Equipment covered by this Supplement consists of the units described in Schedule 1 attached hereto.

2. The Lessor's Cost of the Units covered hereby is set forth in Schedule 1 attached hereto.

3. Lessee hereby: (a) confirms that the Units covered hereby have been inspected by Lessee, have been delivered in good working order and condition and are of the size, design, capacity and manufacture selected by Lessee and meet the provisions of the purchase orders with respect thereto; and (b) irrevocably accepts said Units "AS-IS, WHERE-IS" for all purposes of the Lease as of the Commencement Date set forth above.

4. Lessee hereby confirms: (i) that no Default or Event of Default is in existence as of the Commencement Date set forth above, nor shall any Default or Event of Default occur as a result of the lease by Lessee of the Equipment specified herein; and (ii) that all representations and warranties of Lessee contained in the Lease or in any document or certificate furnished Lessor in connection herewith, are true and correct as of the Commencement Date set forth above with the same force and effect as if made on such date.

5. All of the terms, provisions and conditions of the Lease are hereby incorporated herein and made a part hereof as if such terms, provisions and conditions were set forth in full in this Supplement. By their execution and delivery of this Supplement, the parties hereto reaffirm all of the terms, provisions and conditions of the Lease.

RECORDED BY 17491-B
OCT 30 1991 11 53 AM
INTERSTATE COMMERCE COMMISSION

IN WITNESS WHEREOF, Lessee and Lessor have caused this Supplement to be duly executed by their duly authorized officers as of the Commencement Date set forth above.

LESSEE:

BETHLEHEM STEEL CORPORATION

By: A. M. Welby
Title: Vice President and Treasurer

ACCEPTED AS OF THE COMMENCEMENT
DATE SET FORTH ABOVE

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Title: _____

IN WITNESS WHEREOF, Lessee and Lessor have caused this Supplement to be duly executed by their duly authorized officers as of the Commencement Date set forth above.

LESSEE:

BETHLEHEM STEEL CORPORATION

By: _____
Title: _____

ACCEPTED AS OF THE COMMENCEMENT
DATE SET FORTH ABOVE

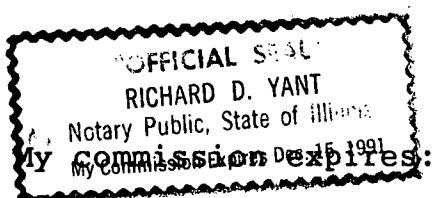
THE CIT GROUP/EQUIPMENT FINANCING, INC.


By: 

Title: VICE PRESIDENT

State of ILLINOIS)
) ss.
County of COOK)

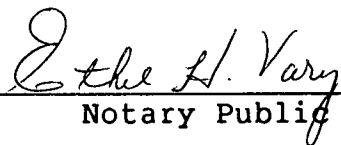
On this 20th day of October, 1991, before me personally appeared Paul A. Lechner, to me personally known, who, being by me duly sworn, did say that he is a Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



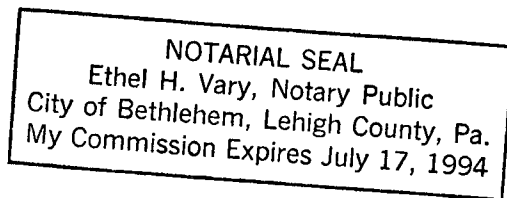

Notary Public

State of Pennsylvania)
) ss.
County of Lehigh)

On this 23rd day of October, 1991, before me personally appeared G. M. Welber, to me personally known, who, being by me duly sworn, did say that he is a Vice President and Treasurer of BETHLEHEM STEEL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:



SCHEDULE 1
UNITS SUBJECT TO SUPPLEMENT

PART I: EQUIPMENT

<u>Equipment Description</u>	<u>AAR Designation</u>	<u>Running Nos.</u>
240 Bethlehem Freight Car Division Aluminum BethGon 100 ton capacity and 4,000 cubic foot, open to coal gondolas with rotary coupler	J312	MCHX 30575-30814 (inclusive)